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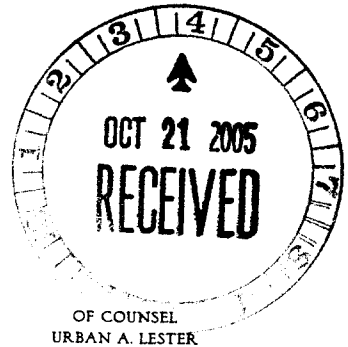
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ELIAS C. ALVORD (1942)
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March 19, 2005

RECORDATION NO. 17946-H FILED

OCT 21 '05

3-45 PM

SURFACE TRANSPORTATION BOARD

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of an Instrument of Partial Lease Termination, dated as of October 21, 2005, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Memorandum of Lease Agreement previously filed with the Commission under Recordation Number 17946.

The name and address of the party to the enclosed document are:

Lessor: ICX Corporation
2 Summit Park Drive, Suite 300
Cleveland, Ohio 44131

[Lessee: Union Pacific Railroad Company
1400 Douglas Street
Omaha Nebraska 68179-1580]

Mr. Vernon A. Williams
March 19, 2005
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A description of the railroad equipment covered by the enclosed document is:

181 refrigerator cars within the series UPFE 25000 – UPFE 25199 (formerly with VCY reporting marks) as set forth in the schedule attached to the document.

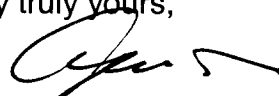
A short summary of the document to appear in the index is:

Instrument of Partial Lease Termination.

Also enclosed is a check in the amount of \$33.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,

A handwritten signature in black ink, appearing to read 'R. Alvord', with a stylized flourish at the end.

Robert W. Alvord

RWA/anm
Enclosures

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SURFACE TRANSPORTATION BOARD

INSTRUMENT OF PARTIAL LEASE TERMINATION (the "INSTRUMENT"), dated as of October 11, 2005, is made by ICX Corporation ("ICX"), as successor lessor.

WITNESSETH

WHEREAS, a Memorandum of Lease Agreement, dated February 1, 1992, as to Schedule No. 1 made pursuant to that certain Lease Agreement dated as of February 1, 1992, each by and between Greenbrier Railcar, Inc., Lessor, and Southern Pacific Transportation Company and St. Louis Southwestern Railway Company, Lessee (the Schedule, as it incorporates the Lease Agreement, is referred to herein as the "Lease"), was filed with the Interstate Commerce Commission (the "Commission"), now known as the Surface Transportation Board (the "Board"), on September 25, 1992 at 11:05 a.m. under Recordation Number 17946 for Two hundred (200) mechanical refrigerator cars bearing marks and numbers VCY 25000 through VCY 25199, inclusive.

WHEREAS, a Memorandum of Assignment Agreement, dated January 15, 1993, between Greenbrier Railcar, Inc., Assignor, and Sequel Aircraft Leasing Corporation, Assignee, was filed with the Commission on January 15, 1993 at 1:05 p.m. under Recordation Number 17946-A.

WHEREAS, a Bill of Sale, dated January 15, 1993, from Greenbrier Railcar, Inc., Seller, to Sequel Aircraft Leasing Corporation, Purchaser, was filed with the Commission on January 15, 1993 at 1:05 p.m. under Recordation Number 17946-B.

WHEREAS, a Memorandum of Assignment of Agreement, dated September 29, 1995, from Sequel Railcar Leasing Corporation, Assignor, to The First National Bank of Maryland, Assignee, was filed with the Commission on September 29, 1995 at 1:55 p.m. under Recordation Number 17946-C.

WHEREAS, a Bill of Sale, dated September 29, 1995, from Sequel Railcar Leasing Corporation, Seller, to The First National Bank of Maryland, Buyer, was filed with the Commission on September 29, 1995 at 1:55 p.m. under Recordation Number 17946-D.

WHEREAS, a Memorandum of Assignment of Schedule No. 1, Schedule No. 2 and Schedule No. 3 to Lease Agreement, dated as of June 29, 1999, from FMB Bank (f/k/a The First National Bank of Maryland), Assignor, to ICX Corporation, Assignee, was filed with the Board on June 30, 1999 at 1:30 p.m. under Recordation Number 17946-E.

WHEREAS, a Memorandum of Lease of Schedule No. 1 to that certain Lease Agreement dated as of dated February 1, 1992, deleting the railcar bearing the mark and number VCY 25105, was filed with the Board on October 20, 2000 at 2:14 p.m. under Recordation Number 17946-F.

WHEREAS, a Memorandum of Lease of Schedule No. 1 to that certain Lease Agreement dated as of dated February 1, 1992, amending the railcar marks and numbers, was filed with the Board on March 19, 2002 at 2:25 p.m. under Recordation Number 17946-G.

NOW, THEREFORE, in consideration of the premises:

ICX does hereby acknowledge and confirm for the public record the satisfaction and release of all rights and obligations arising under the Lease with respect solely to those mechanical refrigerator cars bearing marks and numbers as set forth in the attached Exhibit "A", except for such obligations intended to survive the termination or expiration of the Lease.

This INSTRUMENT may be executed in two or more counterparts each of which so executed shall be deemed to be an original, and such counterparts together shall constitute but one and the same instrument, which shall be sufficiently evidenced by any such original counterpart.

IN WITNESS WHEREOF, ICX has executed or caused this INSTRUMENT to be executed as of the date first above written.

ICX CORPORATION

By: *Dennis J. Diemer*

Its: Dennis J. Diemer
Vice President

STATE OF OHIO

County of Cuyahoga

)
) ss.
)

BEFORE ME, a Notary Public in and for said County and State, personally appeared ICX Corporation, an Ohio corporation (the "Corporation"), by DENNIS J. DIENER its VICE PRESIDENT who acknowledged that he signed the foregoing Instrument of Partial Lease Termination and that the same is his free act and deed, individually and as an officer of the Corporation, and the free act and deed of the Corporation.

IN TESTIMONY WHEREOF, I have hereunto set my hand and official seal at Cleveland, Ohio, this 21st day of October, 2005.

Debra A. Grim
Notary Public for _____
My Commission expires DEBRA A. GRIM
NOTARY PUBLIC • STATE OF OHIO
My commission expires Dec. 3, 2006

EXHIBIT A

200 Mechanical Refrigerator Cards bearing marks and numbers UPFE 25000 through UPFE 25199, inclusive (formerly identified as VCY 25000 thru VCY 25199, inclusive) SPECIFICALLY EXCLUDING, HOWEVER, THE FOLLOWING MARKS AND NUMBERS:

UPFE	25000
UPFE	25011
UPFE	25021
UPFE	25027
UPFE	25028
UPFE	25035
UPFE	25055
UPFE	25059
UPFE	25065
UPFE	25081
UPFE	25082
UPFE	25121
UPFE	25123
UPFE	25127
UPFE	25139
UPFE	25160
UPFE	25164
UPFE	25169
UPFE	25177

CERTIFICATION

I, Robert W. Alvord, attorney licensed to practice in the State of New York and the District of Columbia, do hereby certify under penalty of perjury that I have compared the attached copy with the original thereof and have found the copy to be complete and identical in all respects to the original document.

Dated: _____

10/21/05



Robert W. Alvord